UNITED NATIONS
ECONOMIC AND SOCIAL COUNCIL

Distr.
LIMITED

E/ECA/ATC.WP.1
14 April 1982

Original: FRENCH

ECONOMIC COMMISSION FOR AFRICA

LC/NAIROBI

SITUATION AND PROSPECTS OF THE AFRICAN CHAMBERS OF COMMERCE AND A DRAFT CONSTITUTION OF THE AFRICAN FEDERATION OF CHAMBERS OF COMMERCE

M82-825

TABLE OF CONTENTS

		Paragraphs	Page
I.	INTRODUCTION	1-4	1
II.	CURRENT STRUCTURES AND OPERATION OF AFRICAN CHAMBERS OF COMMERCE	5-34	1
	A. Background information	5-10	1-2
	B. Facts about African consular organizations		2
	1. Status	11-15	2
	2. Classification of consular organizations in Africa	16-34	2-5
III.	BACKGROUND AND ROLE OF AFRICAN CHAMBERS OF COMMERCE	35-45	6-7
IV.	FUTURE PROSPECTS OF AFRICAN CHAMBERS OF COMMERCE	46-48	7-8
V.	AFRICAN CHAMBERS OF COMMERCE AND INTERNATIONAL CO-OPERATION	49-60	8
	1. Current situation	49-55	8-9
	2. Prospects	56-60	9-10
	ANNEX I		
	DRAFT CONSTITUTION OF THE AFRICAN FEDERATION OF CHAMBERS OF COMMERCE		1-10

I. INTRODUCTION

1. Chapter VII paragraph 250 sub-paragraph (ii) of the Lagos Plan of Action recommended the strengthening of Chambers of Commerce, the establishment of sub-regional associations of consular organizations and the establishment of an African Federation of Chambers of Commerce by 1985 at the latest.

2. The first symposium of chambers of commerce jointly organized by the Economic Commission for Africa and the *Association of African Trade Promotion Organizations from 16 to 20 June 1981 at Addis Ababa confirmed that recommendations of the Plan of Action and entrusted ECA and the *Association with the task of organizing a meeting 'to work out the procedures and mechanisms needed for the establishment of the Regional Federation of chambers of commerce'.

3. The aim of this study is to provide the background information needed for the discussions of the Salisbury meeting on the procedures and mechanisms required for the effective establishment of the African federation of chambers of commerce.

4. Initially, the study gives an overview of the current structures and operation of African chambers of commerce, existing and possible forms of co-operation among chambers of commerce and suggests a possible organizational framework and consitution for the Federation.

II. CURRENT STRUCTURES AND OPERATION OF AFRICAN CHAMBERS OF COMMERCE

A. Background information

5. The last survey 1/ of African chambers of commerce carried out by the Economic Commission for Africa showed that there were 197 such organizations.

6. 72 of them were Chambers of Commerce, 100 were combined chambers of commerce, industry, agriculture, crafts and chambers of economics.

7. The 25 other chambers surveyed focussed exclusively on various production activities (crafts, forestry, etc.) and not on direct commercial activities.

8. 172 organizations were therefore wholly or partly chambers of commerce of which 35 were national chambers of commerce and unions of chambers of commerce, 133 local chambers of commerce, 3 foreign chambers of commerce (French and British) chambers of commerce established in Algeria and Morocco) and one bi-national Franco-Tunisian chamber of commerce. Since the 1979 survey, bi-national chambers of commerce have been established in other countries including one in Nigeria (the Nigerian-American Chamber of commerce).

1/ Directory of chambers of commerce, industry, agriculture and mining of ECA States members. Sept. 1979.

9. It should also be noted that there are chambers of commerce in almost all the African countries with the notable exception of the Portuguese-speaking States (Angola, Mozambique, Sao Tome and Principe, Cape Verde and Guinea Bissau) and certain states which abolished regular chambers of Commerce (Algeria) as a result of a change in direction of their economic system.

10. Almost all the African chambers of commerce were established during the colonial era and still remained, for the most part, strongly dominated by entrepreneurs from the ex-colonial countries.

B. Facts about African consular organizations

1. Status

11. African consular organizations come under two main types of legal systems connected with their historical background which is recalled elsewhere in this document.

12. The former French and Belgian African colonies have chambers of commerce operating under Roman law. In those countries, the Chambers of Commerce, agriculture, handicrafts and industry are public or mixed institutions under the jurisdiction those organizations is automatically acquired upon registration in the registry of commerce, membership is therefore compulsory. Chambers of commerce in those countries are privileged talking partners of the authorities and defend the interests of the national economic community.

13. The British model inherited by the English-speaking African countries is a liberal system based on common law. It separates the business world from the State and allows businessmen to plan and manage their organizations as they see fit. Under this system, there is absolutely no obligation to join chambers of commerce

14. Therefore in English-speaking Africa, consular organizations are private institutions whose structures, budgets, activities and relations with the State are determined by the business circles themselves.

15. However, the fact that chambers of commerce in English-speaking African countries have a private and independent status does not prevent them from functioning as pressure groups capable of influencing government decisions. They participate in the economic advisory committees established by the State, organize events during which appropriate ministers and even the Head of State speak on burning economic issues and general policy measures affecting the interests of businessmen. They thus enjoy offcial recognition and protection.

2. Classification of consular organizations in Africa

16. The above mentioned survey showed that there were five types of consular organizations:

a) Local chambers of commerce

b) National chambers of commerce and national unions of chambers of commerce

c) Mixed chambers of commerce or chambers of economics.

d) Foreign chambers of commerce based in Africa.

e) International organizations of consular agencies (Federation, Conferences, etc.)

The structures and roles of the consular organizations vary depending on the group under which they fall.

17. The local chambers of commerce are generally established in the capital town of administrative regions and involve the economic enterprises and agents of all sectors of activity (commerce, industry, handicrafts, stockbreeding, forestry, services) except in the countries where, because of the volume of forestry of handicraft activities, specialized local chambers were established in those areas side by side with the Chambers of commerce.

18. The local institutions provide a forum for consultations among the businessmen of the district and have the task of defending the interests of those businessmen before the local authorities (governors, chiefs of provinces, prefects, etc).

19. The structures of the local chambers of commerce are generally, to a lesser degree, similar to those of the national chambers of commerce: a general secretariat co-ordinates the activities of specialized sections (commerce, industry, handicrafts, etc) and implements, under the Chairman's supervision, the decisions of the general assembly. The general assembly normally meets every term and may be convened, whenever it is necessary, by the Chairman.

20. In the French-speaking countries, the officials of the Chamber of Commerce comprise, besides the Chairman, at least two Vice-Chairman elected by the general assembly, Vice-Chairmen appointed by the various sections (section chairmen), one secretary, an assistant secretary, a treasurer and his assistant. Those officials also make up the board of directors; there is also a representative of the supervisory ministry (commerce or economics and finance) on the board.

21. While in the English-speaking African countries the role of local chambers of commerce is mainly advisory, in the French-speaking countries, they are often authorized to manage public agencies: leasing of wavehouses at harbours and airports, management of bascule bridges administration of vocational training centres.

22. Local chambers of commerce also carry out some administrative functions: they act as boards, they are consulted in an advisory capacity with respect to the granting of import licenses and the distribution of quotas and may issue certificates of origin, A.T.A. and E.C.S. carnets for the temporary importation of commercial samples.

23. Such concessions often gives the chambers of commerce the opportunity to concern themselves with the management or the reception facilities of the activities. of their nationals and to invest in order to generate the funds needed to carry out their own activities (the contributions and subsidies of the State are often inadequate). Local chambers of commerce only play a substantial international role when they are established in the economic and/or administrative capital of the country.

24. National chambers of commerce and national unions of chambers of commerce: they fill a need to co-ordinate the activities of the various sectors of the national economy and to facilitate relations between the State and business circles.

25. It has been realized that, very often, the governments of African countries pay attention only to the wishes and comments of the most representative local chamber of commerce (the one established in the economic and/or political capital). The State's attitude is in fact dictated by economic realities because almost 80 per cent (if not more) of economic activities are centralized in the district of that chamber of commerce (the case of Dakar and many other African capitals).

26. To remedy that situation and permit the economic communities of African countries to speak a common language and reflect all the concerns of business interests, two solutions were adopted:

The establishment of a national chamber of commerce

27. This was the solution often adopted by countries with relatively small surface areas such as Burundi, Rwanda, The Gambia, Djibouti, Gabon, Lesotho, Liberia, Malawi, Mauritania, Mauritius (which also has ethnic-based consular organizations - Indian and Chinese chambers of commerce), Sierra Leone, Togo and Upper Volta, it was also the solution adopted by the United Repbulic of Cameroon, the Ivory Coast, Ethiopia and Ghana.

28. In some countries national chambers of commerce exist alongside local chambers of commerce whose activities they are supposed to co-ordinate. Such is especially the case in Ethiopia, Ghana, Uganda, the Niger, Mauritius and the Central African Republic. Experience has however shown that such co-existence is difficult in that it often gives rise to conflicts of jurisdiction.

29. The solution to such conflicts seems to lie in the establishment of a national chamber of commerce with provincial delegations. This solution combines the advantages of centralization (unity of business circles in their activities and decisions, unified decision-making centre and administration, saving of resources) and decentralization (provincial branch officer functioning as two-way information cells and bringing the national chamber of commerce closer to the enterprises and businessmen of the country's regions using a light administrative structure). This solution has been adopted by the United Republic of Cameroon, Kenya, the Ivory Coast and Gabon.

30. Other countries have preferred to keep the local chambers of commerce and adopt a federal or associative structure by establishing a federation or an association of chambers of commerce. Such a structure enables the local chambers of commerce to be completely antonomous with respect to their structures and activities, but the association or federation is responsible for external relations and organizes annual or termly consultation meetings every year. This type of union can be found in Senegal, Zimbabwe, Madagascar, Morocco, Nigeria and Zaire where **ANEZA** (National Association of Zairese businessmen) plays the role of a chamber of commerce and comprises autonomous provincial sub-sections.

It should be noted in this case that very often power actually is in the hands of the local chambers of commerce in the economic capitals which control most of the activities involved in externalrepresentation with the likelihood of causing disagreements which are often detrimental to the smooth running of the federation or union.

31. Mixed Chambers of Commerce or economic chambers:

They may be local, national or federal. The philosophy and structures of those institutions are based on the necessity of integrating the various sectors of the national economy since any kinds of production activities are always linked with commercial activities.

32. The tendency for the former mixed African chambers of commerce to split became obvious immediately after independence in some countries (the Central African Republic, the United Republic of Cameroon, Morocco, Tunisia, Senegal).

33. It is true that production sectors may have specific, operational problems; operations are generally under the jurisdiction of government agencies other than the ministries of economics. But those problems can and have, in most cases, been solved by the mixed chambers of commerce when the matters were referred to them by the appropriate sections.

34. Generally, it may be thought that the scission of Chambers of Commerce raises the problem of co-ordinating consular activities and does not make it possible to classify problems and priorities. They dissipate economic promotion efforts and do not facilitate relations among economic agents and between business circles and the State.

- Most African chambers of commerce are made up of combined commerce, industry, agriculture, handicrafts, etc. organizations.

- Economic chambers of commerce (Guinea is the only African country with an economic chamber of commerce) are established for the same reasons as mixed chambers of commerce. They provide a single framework of consultation for the national economic community in its diversity and their sections permit each sector to organize itself and express its opinions.

- The term "chamber of commerce" used in the Lagos Plan of Action most undoubtedly corresponds to the idea of mixed chamber of commerce or economic chambers. The designation of many chambers as "chambers of commerce" in Africa does not always correspond to their actual objectives because quite often their activities cover a wider field than commerce and include industry, forestry and handicrafts.

- Organizations similar to the federation recommended by the Lagos Plan of Action embrace national chambers of commerce, industry and agriculture.

III. BACKGROUND AND ROLE OF AFRICAN CHAMBERS OF COMMERCE

35. Most of the African chambers of commerce (especially the French-speaking ones) were born in the second half of the nineteenth century and some in the early twentieth century.

36. Originally all the Chambers of commerce were entirely privately-owned. At that time, the chambers of the French-speaking territories and countries had the same status as the current chambers of commerce in English-speaking countries.

37. From 1930 onwards Chambers of commerce in the French-speaking area were given a commercial law status (Order 1310 A.E. of 31 May 1930 gave the Dakar Chamber of Commerce, which became a fully fledged public institution only since 11 February 1966 Law 64-66, a status similar to that of a public institution).

38. In fact originally, African chambers of commerce were conceived as trade unions to defend the interests of their nationals and not as organizations to promote trade as such. They were pressure groups of the trading posts whose parent companies were based in the capitals of the colonial powers.

39. In most African countries, the role of the chamber of commerce as a sort of trade union cum advisory body to the State was still widespread if not to say the sole role it played. The government instruments which governed the operation and organization of chambers of commerce quite often continued to crystallize that role and the overly administrative nature of the structures established to carry out that role: the legal services and the administration (issue of certificates, etc.) often took precedence over promotion services.

40. It should be noted that the trade promotion role played recently by some African chambers of commerce often contributed exclusively towards maintaining and strengthening traditional trade flows between Africa and Western Europe. Those chambers of commerce thus carried on the role of the colonial chambers of commerce which were primarily interested in defending the interests of their nationals, ensuring that Europe was supplied with raw materials and importing manufactured products into Africa and marketing them.

41. It was however true that since the beginning of the 1970s, States had constantly stressed the need for chambers of commerce to abandon their traditional status and to play increasingly dynamic roles in economic development.

42. Some governments even got chambers of commerce closely involved in the management of the national economic machinery. The chambers of commerce sat on various boards of governors and inter-ministerial committees and participated in the elaboration of import and export programmes of some countries (Senegal, the United Republic of Cameroon, Gabon, etc.).

43. But the fact still remained that the government funds that would enable the chambers of commerce to balance their finance and play dynamic roles in promotion were often lacking.

Some governments, had substantial arrears with respect to the payment of additional subsidies. Others, experiencing financial difficulties, recommended that chambers of commerce should be self-sustaining.

44. It should also be noted that most African chambers of commerce still did not enroll public enterprises as members although in many cases the latter seemed destined to play greater roles in the national economy.

45. From the foregoing, it should be concluded that the composition and current role of African chambers of commerce were generally badly designed as far as the objectives of the Lagos Plan of Action were concerned; their structures required reforming;their activities needed to be re-orientated.

IV. FUTURE PROSPECTS OF AFRICAN CHAMBERS OF COMMERCE

46. The new development strategy for African countries elaborated within the framework of the Lagos Plan of Action was based, as far as trade was concerned, on the following policies:

- Control and development of domestic markets
- Development of intra-African trade
- Diversification and gearing of external trade flows towards non-traditional partners (Eastern Europe, Nordic countries, Asia, Latin America)
- Gradual control of trade by national structures (i.e public and private sectors)

47. The diversification recommended by the strategy should permit African States to evolve from their current position of dependence with respect to their traditional partners to a more balanced position, which assumes especially that the bargaining power of African countries will be considerably strengthened. The strategy therefore requires the effective participation of economic agents and their organizations.

48. To participate in the implementation of the objectives established by the strategy, the chambers of commerce should:

a. include all the economic sectors in their membership.

b. Inform their nationals about the recommended changes in direction and the prospects offered by non-tranditional partners with respect to sales and purchases as well as the trade and investments potential in Africa.

c. Participate in the strengthening of African national trade control structures by expanding chambers of commerce to include public enterprises.

d. Work towards the promotion of African businessmen and the strengthening of small and medium-sized African businesses.

e. Re-dynamize their trade promotion activity in line with the established strategy especially with respect to the expansion of intra-African trade.

f. Help governments to implement subregional and regional integration projects by promoting joint exchanges and investiments among African

countries and businessmen and by establishing regional and subregional fora to facilitate those contacts.

- To attain those objectives the chambers of commerce should strengthen advisory, management and trade promotion and investments structures and set up dynamic design, planning and information services.

- Priority attention should be given to ensuring a liaison between consular organizations and the subregional and regional organizations on economic integration in order to ensure that the pragmatic advice of the former shall influence the decisions of the latter and that decisions taken at the intergovernmental level are implemented by economic operators with a full knowledge of the facts. It should be noted in that connexion that the West African Federation of Chambers of Commerce already participates in ECOWAS meetings. It is hoped that the Conference of Chairmen of Central African Chambers of Commerce (which is already making recommendations to UDEAC) will have a similar status on the future Economic Community of Central African States.

- The new role of chambers of commerce requires them to have closer and more active co-operation at the subregional and regional levels to effectively intensify contacts and trade and have a common policy vis-a-vis economic integration organizations.

V. AFRICAN CHAMBERS OF COMMERCE AND INTERNATIONAL CO-OPERATION

1. Current situation

49. For reasons mentioned earlier on, the international relations of African chambers of commerce are still mostly outside the continent. African chambers of commerce mostly focus on fostering relations with their European counterparts: twinning between chambers of commerce etc (Upper Volta - Paris, Brazzaville - Paris).

- Almost all the chambers of commerce in the English-speaking African countries are members of the Commonwealth Federation of Chambers of Commerce.

- The chambers of commerce of the Maghreb are, generally speaking already members of the general union of Chambers of Commerce, industry and agriculture of the Arab countries or members of the Islamic Conference of Chambers of commerce.

- The French-speaking countries have been participating since May 1979, in the conference of African and French consular companies which brings together French chambers of commerce and the Chambers of Commerce of the People's Republic of Benin, the People's Republic of the Congo, the Ivory Coast, the Central African Republic, Gabon, Upper Volta, Mali, the Niger, Senegal, Chad and Togo while one of the rare (if not the sole Chamber of its kind) bi-national chambers of commerce between African countries (Senegal-Mali) was set up only in 1978 although French and British chambers of commerce were established in the Maghreb a long time ago.

National Committees of the International Chamber of Commerce are already established in some 13 African countries.

50. Various forms of co-operation have existed for decades between African chambers of commerce and overseas chambers of commerce while co-operation between chambers of commerce is almost inexistent from one subregion to another and even within most subregions.

51. It should however be noted that for a number of years now African chambers of commerce have showed signs of feeling the need to develop relations among themselves.

52. Thus in Central Africa, the Conference of chairmen of consular assemblies of UDEAC was a major step forward towards co-operation among the chambers of commerce of the Congo, the United Republic of Cameroon, the Central African Republic and Gabon even though it could not give a decisive impetus to trade among those countries.

53. The member countries understood the situation so well that steps were taken to organize a preliminary meeting to lay the foundations of a subregional federation of consular assemblies of Central Africa in anticipation of the planned economic community to replace UDEAC.

54. In West Africa, an important milestone was passed when the West African Federation of Chambers of Commerce was established in 1972. That Federation currently has a membership comprising almost all the ECOWAS countries and continues, despite some normal problems as a result of its scope (shortage of resources) to make remarkable progress. As mentioned earlier on, it has become a full partner of ECOWAS by taking part in the meetings of the structures of ECOWAS in an advisory capacity. It should also be recalled that co-operation between the businessmen of the countries concerned has been decisive in some joint investment ventures (SOFAM Dakar - metallurgy - a cement factory in Ghana, etc.).

55. In the North, East and South of the continent, those contacts that exist among chambers of commerce are still sporadic and relatively insignificant elsewhere.

2. Prospects

56. The African development strategy and Lagos Plan of Action cannot be implemented without speeding up subregional and regional integration and expanding markets.

57. Considerable progress has been made in that area with the establishment of organizations for integration whose aims include trade liberalization (ECOWAS in the West, the Preferential Trade Area (PTA) in the East and South, UDEAC and the economic community in gestation in Central Africa).

58. This vast movement of integration should culminate, by the year 2,000, in the establishment of a common market. The subregional areas of integration and the future African common market are conceived of only as tools to develop trade among African countries.

59. They will become viable only if African economic operators affirm their willingness to develop trade and elaborate the tools needed to develop such trade. It is therefore up to African economic operators and the chambers of commerce that represent them to agree to establish co-operation organizations at the very moment when political and economic integration organizations are springing up. Genuine co-ordination between those organizations and the economic circles of African countries may perhaps be established only under that condition.

60. Economic operators cannot ignore the decisions taken by economic integration organizations; the ideal would be for them to be involved in those decisions through their regional and sub-regional organizations and to help to implement the decisions. The idea for an African organization of chambers of commerce, in the form of an African Federation of Chambers of Commerce is based on the general framework of the Lagos Plan of Action. The aim of the attached draft consitution is to propose a possible legal framework for establishing the Federation.

ANNEX I

DRAFT CONSTITUTION OF THE AFRICAN FEDERATION OF CHAMBERS OF COMMERCE

The organizations on whose behalf this Constitution is signed,

Recalling sub-paragraph (ii)e of paragraph 250 of the Lagos Plan of Action,

Recalling further the recommendation of the First Symposium of Presidents and Secretaries-General of African Chambers of Commerce that an organization to be known as the African Federation of Chambers of Commerce be established HEREBY AGREE AS FOLLOWS.

Article 1

Establishment

There is hereby established the African Federation of Chambers of Commerce (hereinafter referred to as "the Federation") which shall operate and be governed in accordance with the provisions of this Constitution.

Article 2

Objectives

The objectives of the Federation shall be to:

(a) assist in the promotion of the socio-economic development of Africa;

(b) assist in the development of national chambers or associations of chambers of commerce, industry, mining, forestry and handicrafts, credit organizations and organizations for the promotion of African businesses;

(c) encourage the establishment and the strengthening of African subregional Federations of Chambers of Commerce;

(d) serve on the one hand as a link among its members and, on the other hand, as a link between its members and subregional and regional organizations with a view to the integration of the African continent;

(e) assist African governments in facilitating the free movement of persons, services and goods throughout Africa;

(f) act as a liaison between its members and overseas Federations of Chambers of Commerce;

(g) assist African governments and African international organizations to implement their economic integration policies;

(h) encourage and promote the development of intra-African trade;

(i) assist in the development and strengthening of African economic integration groupings which would promote the establishment of an African Common Market;

(j) formulate and implement policies for the training of African trade and financial officers;

(k) give advice and make proposals to African governments and international agencies on manufacturing and trade in Africa;

(l) settle all the trade disputes in Africa that may be brought before it; and

(m) do all things as may be necessary or desirable for the achievement of the objectives of the Federation.

Article 3

Membership

1. Membership of the Federation shall be open to all national federations, associations or unions or national chambers of commerce or any organizations corresponding to the bodies enumerated herein, existing in the member States of the United Nations Economic Commission for Africa.

2. Honorary membership of the Federation shall be open to:

   (a) such persons or bodies being any of those referred to in paragraph 2 of this Article, but whose competence and activities as the case may be, are related or similar to the objectives of the Federation, as may be designated by the Council; and

   (b) such African institutions for economic integration or international organizations as the Council may designate.

Article 4

Obligations of Members

Every member of the Federation shall:

(a) pay its dues regularly;

(b) abide by this Constitution;

(c) and do all such other things as may be required of it by virtue of this Constitution.

Article 5

Organs of the Federation

The organs of the Federation shall be:

(a) the Assembly;

(b) the Governing Council.

(c) the Secretariat, and

(d) such bodies as may be established or provided for by this Constitution.

Article 6

The Assembly - composition, functions and meetings

1. The Assembly which shall be the supreme organ of the Federation shall consist of such representations as may be designated by each member of the Federation.

2. The Assembly shall be responsible for the general direction and control of the executive functions of the Federation and shall in particular:

(a) determine the policies governing the activities of the Federation;

(b) consider and approve the programme of activities, budget, accounts and reports of the activities of the Feration;

(c) determine the annual and other subscriptions to be paid by the members and honorary members of the Federation;

(d) determine the location of the headquarters of the Federation;

(e) subject to this Constitution, appoint the members of the Governing Council;

(f) have such other functions as provided for elsewhere in this Constitution; and

(g) generally perform such other functions as may be necessary, desirable or incidental to the achievement of the objectives of the Federation.

3. (1) The Assembly shall elect from among its members its Chairman and First, Second and Third Vice Chairmen, and the Treasurer and Assistant Treasurer of the Federation. The officers referred to in this sub-paragraph shall hold office for a period of two years and may be eligible for re-election.

(2) In making elections to the offices referred to in sub-paragraph (1) of this paragraph, regard shall be had to the desirability of maintaining an equitable geographical distribution of these offices among the members of the Federation.

(3) A member of the Federation elected to the office referred to in sub-paragraph (1) of this paragraph shall be represented in such office by its designated representative.

4. The Assembly shall meet at least once every two years as directed by the Chairman of the Assembly who shall preside over the meetings of the Assembly. The Assembly may hold extraordinary meetings on the request of its Chairman or two-thirds of its members.

5. Where the Chairman of the Assembly is for any reason unable to perform his functions under paragraph 4 of this Article, the First Vice-Chairman, the Second Vice-Chairman or the Third Vice-Chairman of the Assembly in that order shall perform the functions of the Chairman of the Assembly.

6. Each member of the Assembly shall have only one vote.

7. The Secretary-General and representatives of honorary members of the Federation and the United Nations Economic Commission for Africa shall participate at the meetings of the Assembly without the right to vote.

8. The Chairman of the Assembly may invite such persons with special knowledge and competence and who, in his opinion, it would be desirable to do so to attend and participate at meetings of the Assembly without the right to vote.

9. Subject to this Constitution, the Assembly shall adopt its own rules of procedure including that for the convening of its meetings, for the conduct of business thereat and at other times, quorum and voting.

Article 7

Officers of the Federation

1. The officers of the Federation shall be:

(a) the Chairman;

(b) the First, Second and Third Chairman;

(c) the Treasurer; and

(d) the Assistant Treasurer.

2. The Chairman, and the First, Second and Third Vice-Chairmen of the Assembly shall respectively be the Chairman and the First, Second and Third Vice-Chairmen of the Federation.

Article 8

The Governing Council - Composition, functions and meetings

The Governing Council shall consist of:

(a) the Chairman of the Federation who shall be ex officio the Chairman of the Governing Council;

(b) the other officers of the Federation;

(c) a representative of the United Nations Economic Commission for Africa;

(d) eight members of the Federation selected by the Assembly for that purpose having regard to the desirability of maintaining an equitable geographical distribution of selection among the members of the Federation for a period of four years renewable:

Provided that the Council shall direct that four out of the eight members so first selected shall retire at the end of two years;

(e) a member of the Federation selected by the Assembly and operating in the place where the headquarters of the Federation is established;

(f) the Chairman of a Federation of Chambers of Commerce with respect to a subregion of Africa as defined by the United Nations Economic Commission for Africa where such a Federation exists, and where no such Federation exists, such person as may be determined by the Chairman of the Federation after necessary consultations;

(g) such co-operating States and organizations referred to in Article 12 of this Constitution as may be determined by the Governing Council.

2. The members of the Federation referred to in sub-paragraphs (d) and (e) of paragraph 1 of this Article shall be represented on the Governing Council by their designated representatives.

3. The Secretary-General of the Federation and the members of the Governing Council referred to in sub-paragraphs (f) and (g) of paragraph 1 of this Article shall participate at the meetings of the Governing Council without the right to vote.

4. Subject to the directions of the Assembly, the Governing Board shall:

(a) submit for the approval of the Assembly the programme of activities, budget and accounts of the Federation;

(b) present to the Assembly reports on the activities of the Federation and on the implementation of its policies;

(c) give directions to the Secretary-General on the performance of his functions;

(d) propose for the approval of the Assembly the subscriptions to be paid by the members and honorary members of the Federation;

(e) approve the rules governing the financial, administrative and other activities of the Federation;

(f) approve the establishment of relationships between the Federation and the co-operating States and organizations referred to in Article 12 of this Constitution and mobilize and assist in mobilizing assistance from such States and organizations;

(g) appoint the Auditors of the Federation;

(h) co-ordinate the activities of the organs of the Federation;

(i) establish such committees as it may deem necessary;

(j) appoint the Secretary-General and other staff of the Federation;

(k) make proposals to the Assembly concerning the settlement of trade disputes in Africa that may be brought before the Assembly in pursuance of this Constitution;

(l) have such other functions as are provided for elsewhere in this Constitution.

5. The Governing Council may delegate any of its functions set out on paragraph 4 of this Article to the Chairman of the Federation or other officers of the Federation or as it may deem fit.

6. The Governing Council shall meet once a year or as may be necessary for the efficient discharge of its functions.

7. Subject to this Constitution, the Governing Council shall adopt its own rules of procedure including that for the convening of its meetings, for the conduct of business thereat and at other times, quorum and voting.

Article 9

The Secretary-General

1. The Secretary-General shall be appointed for a term of three years and shall be eligible for re-appointment.

2. The Secretary-General shall be the head of the secretariat of the Federation and shall

(a) subject to the directions of the Governing Council, be responsible for the administration and finance of the Federation;

(b) undertake such studies and research relating to the objectives of the Federation as the Governing Council may determine;

(c) keep up to date with current development generally with respect to the objectives of the Federation and keep the members of the Federation informed of such developments;

(d) propose to the Governing Council the programme of activities and budget of the Federation;

(e) submit to the Governing Council the accounts of the Federation;

(f) prepare and submit to the Governing Council annual reports on the activities of the Federation;

(g) submit to the Governing Council draft rules governing the financial, administrative and other activities of the Federation;

(h) implement the decisions of the organs of the Federation;

(i) act as Secretary to the organs of the Federation and provide secretarial services therefor;

(j) perform such other functions as may be determined by the Governing Council.

3. In the performance of their functions the Secretary-General and the staff of the secretariat of the Federation shall not seek or receive instructions from any member of the Federation or any authority external to the Federation. They shall refrain from any actions which might reflect on their position as international officials responsible only to the Federation.

Article 10

Committee on African Economic Development and Intra African Trade

1. There is hereby established the Committee on African Economic Development and Intra-African Trade in this Article referred to as "the Committee", which shall consist of an expert from each country within which members of the Federation operate, appointed by the Governing Council on the recommendation of members of the Federation operating in that country.

2. The Committee shall meet once a year immediately before the annual meeting of the Governing Council and make recommendations to the Governing Council on matters affecting the objectives of the Federation particularly:

   (a) the development of economic integration within Africa,

   (b) intra African trade,

   (c) foreign and local investments in Africa

   (d) policies relating to specific sectors of African economies.

3. At the request of the Governing Council, the Committee shall undertake studies and analyses relating to trade and the economic development of Africa.

Article 11

Relationship with the Economic Commission for Africa

1. The Federation shall operate under the aegis of the United Nations Economic Commission for Africa and in the performance of its functions the Federation shall establish and maintain close working relations with that Commission.

2. The Governing Council may entrust the United Nations Economic Commission for Africa with:

   (a) the collection of and accounting for contributions due from members and honorary members of the Federation;

   (b) seeking assistance from co-operating States and organizations referred to in Article 12 of this Constitution for the implementation of approved projects of the Federation and acting as executing agency in respect of such projects in respect of which it has been able to obtain assistance from co-operating States and organizations.

3. The United Nations Economic Commission for Africa shall keep the Assembly and the Governing Council informed of contributions and assistance received and acts undertaken by it by virtue of the provisions of paragraph 2 of this Article.

Article 12

Co-operating States and Organizations

Subject to such directions as the Governing Council may give, the Federation shall establish relations with such States and organizations as are desirous of assisting the Federation or its members in achieving the objectives of the Federation.

Article 13

Financial Resources

The resources of the Federation shall include subscription from members and honorary members of the Federation, interest, loans, gifts, legacies and other grants as well as remuneration paid for activities undertaken by the Federation. The acceptance of gifts, legacies and grants shall be subject to the approval of the Governing Council and in accordance with the relevant provisions of the rules governing the financial management of the Federation.

Article 14

Status

The African State in which the headquarters or other institutions of the Federation shall be established undertakes to grant to the Federation the necessary capacity and courtesies as a body corporate with perpetual succession to acquire, hold, manage and dispose of land and other property, to enter into contracts, to sue and be sued in its own name, and to perform any functions conferred upon it by this Constitution; and for these purposes the Secretary-General may enter into related agreements with the Governments of the States concerned.

Article 15

Withdrawal and loss of membership

1. Any member or honorary member of the Federation may withdraw from the Federation at any time after the expiration of five years from the date of its becoming such a member by giving written notice of its or his withdrawal to the Secretary-General who shall forthwith inform all the other members of the Federation and the Executive Secretary of the United Nations Economic Commission for Africa.

2. Withdrawal shall become effective one year from the date of receipt by the Secretary-General of the notice of withdrawal:

Provided that any member or honorary member of the Federation withdrawing from the Federation shall nevertheless remain liable for the fulfilment of its financial obligations to the Federation including the payment of contributions in respect of the entire year in which the notice of withdrawal takes effect.

3. The Assembly may by a two-thirds majority of the votes of all its members suspend or revoke the membership of a member or honorary member of the Federation which or who has, in spite of written reminders, failed to meet its financial obligations towards the Federation for three consecutive years, failed to fulfil any other obligations under this Constitution or failed to comply with the decisions of the Assembly or Governing Council. The same majority shall be required for a decision of the Assembly to revoke a suspension imposed on a member or honorary member of the Federation.

4. The suspension of a member or honorary member of the Federation shall not relieve that member or honorary member from the fulfilment of its or his financial obligations incurred prior to its suspension unless otherwise decided by the Assembly.

5. The suspension, revocation of membership or revocation of membership with respect to a member or honorary member of the Federation shall be communicated by the Secretary-General to all other members of the Federation and the Executive Secretary of the United Nations Economic Commission for Africa.

Article 16

Amendment

1. This Constitution may be amended by two-thirds of all the votes of the members of the Assembly.

2. No proposed amendment to this Constitution shall be considered by the Assembly unless it shall have been notified to all the members of the Federation at least three months to such consideration.

3. The Assembly shall determine when an amendment to this Constitution shall come into effect.

Article 17

Settlement of Dispute

Any dispute that may arise among the members of the Federation regarding the interpretation or application of the provisions of this Constitution shall be amicably settled by direct agreement between the parties concerned. In the event of failure to settle such disputes, the matter shall be referred to the Governing Council by a party to such dispute and the decision of the Governing Council shall be final.

Article 18

Entry into force

1. This Constitution shall enter into force when signed on behalf of at least twelve of the organizations referred to in sub-paragraph 1 of paragraph 1 of Article 3 of this Constitution provided that they operate in twelve different member States of the United Nations Economic Commission for Africa.

2. Until the entry into force of this Constitution, this Constitution shall remain open for signature in the office of the Executive Secretary of the United Nations Economic Commission for Africa.

3. Any organization eligible for membership of the Federation desirous of becoming a member of the Federation after the entry into force of this Constitution shall, subject to such directions of the Governing Council may give, deposit its instrument of accession with the Depository of this Constitution.

Article 19

Depository

1. This Constitution of which the English and French texts shall be equally authentic and all Instruments of Accession shall be deposited with the Executive Secretary of the United Nations Economic Commission for Africa.

2. The Executive Secretary of the United Nations Economic Commission for Africa shall

   (a) notify all members of the Federation of the date of entry into force of this Constitution;

   (b) transmit certified five copies of this Constitution to all members of the Federation;

   (c) notify all members of the Federation of the dates of deposit of Instruments of Accession;

   (d) notify all members of the Federation of the date on which any amendments to this Constitution enters into force;

   (e) notify all members of the Federation of any withdrawals, suspension or revocation of suspension of membership or revocation of membership in accordance with Article 15 of this Constitution.

Article 20

Transitional Provisions

1. The United Nations Economic Commission for Africa shall act as the Secretariat of the Federation until such time as the Federation establishes its own Secretariat.

2. The Executive Secretary of the United Nations Economic Commission for Africa shall after the entry into force of this Constitution, convene the first meeting of the Assembly.

IN WITNESS WHEREOF, the undersigned, being duly authorized by their respective organization have signed this Constitution on the dates appearing under their signatures.